

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TURKEN FOUNDATION, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JUNE, A.D. 2014, AT 1:10 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1445518

DATE: 06-12-14

CERTIFICATE OF INCORPORATION

OF

TURKEN FOUNDATION, INC.

(A Delaware Nonstock Corporation)

The undersigned, for the purpose of organizing a nonstock corporation pursuant to section 101 of the General Corporation Law of the State of Delaware ("GCL") hereby certifies that:

FIRST: The name of the corporation is Turken Foundation, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is: 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes under section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt under section 501(c)(3) of the Code, and the conduct of any lawful act or activity for which a nonstock corporation may be organized under the GCL. In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are as follows:

- (1) To provide safe, supportive, and culturally appropriate housing for Turkish and Muslim students;
- (2) To provide cultural, social, and educational opportunities and experiences for Turkish and Muslim students; and
- (3) To promote cross-cultural relationships and understanding between Muslim and Turkish cultures and traditions and American culture and tradition.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board of Directors of the Corporation (the "Board") may from time to time determine, either directly or through contributions to other organizations, exclusively for charitable, educational, and religious purposes, and engage in any lawful activity for which corporations may be organized under the GCL.

FOURTH: In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in sections 121 and 122 of the GCL now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes, and shall have the authority to exercise all of the powers conferred upon corporations organized not for profit

and without authority to issue capital stock under the provisions of the GCL, provided that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid purposes of the Corporation.

FIFTH: The Corporation shall not have authority to issue capital stock.

SIXTH: The initial members of the Corporation shall be:

- (1) Ensar Vakfi
- (2) Turkiye Genclik ve Egitime Hizmet Vakfi (TURGEV)

The conditions of membership in the Corporation shall be stated in the Bylaws. The members shall have the right to vote on the following matters in accordance with the procedures set forth in the Bylaws:

- (1) Election of the directors;
- (2) Approval of any amendments or repeal of the Bylaws;
- (3) Any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description, or any interest therein, for the purpose of securing the payment or performance of any contract, note, bond, or other obligation of the Corporation; and
- (4) Any sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation, including merger, consolidation, or dissolution of the Corporation.

Any action required or permitted to be taken at an annual or special meeting of the members may only be taken without a meeting if all of the members consent in writing to authorize such action.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

EIGHTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

NINTH: Notwithstanding any other provision in this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation

exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

TENTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ELEVENTH: The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation as defined in section 509(a) of the Code. If, however, at any time the Corporation shall be classified as a "private foundation" pursuant to federal tax law, the Corporation shall distribute its income for said period at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, and the Corporation shall not: (a) engage in any act of self-dealing as defined in section 4941(d) of the Code; (b) retain any excess business holdings as defined in section 4943(c) of the Code; (c) make any investments in a manner as to subject the Corporation to tax under section 4944 of the Code; or, (d) make any taxable expenditures as defined in section 4945(d) of the Code.

TWELFTH: The names and mailing addresses of the incorporators are as follows:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|---|---|
| Ensar Vakfi | Suleymaniye Cad. No. 11 Fatih/Istanbul Turkey |
| Turkiye Genclik ve Egitime Hizmet Vakfi (TURGEV) | Aksemsettin Mah. Cemil Sakarya Sok. No: 3 Fatih/Istanbul Turkey |

THIRTEENTH: Except as otherwise provided by law or in the Bylaws of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board.

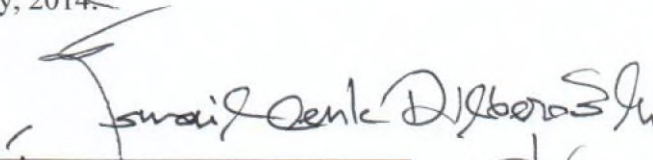
FOURTEENTH: The duration of the existence of the Corporation is perpetual.

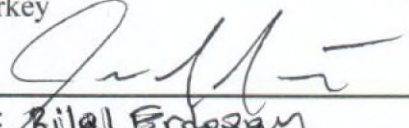
FIFTEENTH: A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except for liability for: (i) any breach of the director's duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which the director derived an improper personal benefit; provided, however, that relief from liability

shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code. If the GCL is amended after the date hereof further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

The Corporation is authorized to provide indemnification of agents (as defined in section 145 of the GCL) for any breach of duty to the Corporation through Bylaw provisions, through agreements with the agents, and/or through Board resolutions or otherwise, in excess of the indemnification otherwise permitted by section 145 of the GCL, subject to the limitations on indemnification set forth in section 102 of the GCL.

IN WITNESS WHEREOF, the undersigned, being the incorporator, has executed this Certificate of Incorporation this 28 day of May, 2014.


By: ISMAIL CENK DILBEROGLU
Ensar Vakfi
Incorporator
Suleymaniye Cad.
No. 11 Fatih/Istanbul
Turkey


By: Bilal Erdogan
Turkiye Genclik ve Egitime Hizmet Vakfi
(TURGEV)
Incorporator
Suleymaniye Cad.
No. 11 Fatih/Istanbul
Turkey

24842

MAY 15 2014

Meziumu komisu ve Özet

Kerara Esas Olan Evrakın

Z

den Gbnderlidiği

Toplam Tarih: / / Günü

Başkanın Adı ve Soyadı :

Diyadin Adı ve Soyadı

KARARIN METNI

merkezi satın almağa və ya kirələməyə, satın alınan və ya kirə-
lənən qaydıməbüllərdə insaat və ya fədiəli yığmağa, yığdırmağa
bunula iğfili hər tərifi izlə, rühsət və s. s. işləməli yığmağa
gətəli, iğfili kərim və kəruşloraq bəsurməyə və bu kərim və
kəruşloraq nəzərdəki işləməli taktir etməyə, hər birtəkt bəsurə
və əgri əgri gətəli olmaqla işlərə isməll cənk Dilləvəgü, Şəllim
Çakır, Həlli İbrahim Bəqar, Əmər Fəvək Albayrakın gətəli
kərimlərinə KARAR verilməliştir.

Ismael Quintana

small cent difference

Fatih Dede

Selim Çakır

Handwritten signature: *[Signature]*

Smile.

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Hedrick

Shin & Sedent

15/11/2015

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№ 07 867 15 MAYIS 20

the founder and/or associate of our foundation, to vote, to decide, to appoint executives on behalf of our foundation, to make loan applications before banks, to purchase or to rent real estates, to build or to make modifications or to have built or made modifications on the real estates purchased or rented, to obtain all kinds of permits, license and do other transactions related thereto, to apply necessary and concerned corporations and establishments and to follow transactions before these corporations and establishments.

{Signature}

{Signature}

{Signature}

İsmail Cenk DILBEROĞLU Fatih DERELİ

Selim ÇAKIR

{Signature}

{Signature}

{Signature}

Halil KARALI

Selim Berdemir

İsmail Erdem

{Seal and Signature}

COPY

I hereby certify without assuming responsibility regarding the content of the decision and signatures that this copy is the same as the original decision dated 12 May 2014 and numbered 2014/53 on pages 37 and 38 of the Resolution Book pertaining to ENSAR FOUNDATION (Nuruosmaniye Tax Office: 3350056004) certified by Republic of Turkey Istanbul Notary Public No. 17 on 31 December 2012 with journal number 69445, that a copy of the same is kept at the office having been signed, and another copy has been given to the concerned bringing the resolution book. Wednesday, 14.05.2014

ISTANBUL NOTARY PUBLIC NO. 39

Gaffar ÇAM {Seal and Signature}

Tercüme edilmek üzere bana verilen Türkçeden belgeyi İngilizceye tam ve doğru olarak çevirdiğimi beyan ederim. T.C: 31078121182 M.CENKHAN UĞUR



İşbu tercümenin İskender Paşa Mahallesi Emniyet Sok. No: 8/4 Fatih adresinde bulunan, Noterliğimiz Yeminli çevirmeni olan, kendisini bildiğimiz 1977 doğumlu M.CENKHAN UĞUR tarafından Türkçeden İngilizceye tercüme edildiğini onaylarım

TERCÜME 07867

15



İSTANBUL 39. NOTERLİĞİ
Sırmacılar Sk. Köşe İşhanı No: 17/1
Fatih / İSTANBUL
Tel: (0212) 525 35 08

ISTANBUL NOTARY PUBLIC NO. 39

Gaffar ÇAM

{Seal and Signature}



RESOLUTION

No: 07843

14 May 2014

Name Surname of the Chairman: İsmail Cenk DİLBEROĞLU

Name and Surname of Members: Fatih Dereli, Selim Çakır, Halil kara, Selim Başdemir,
İsmail Erdem

DECISION

AGENDA: Authorization

It has been HEREBY RESOLVED to authorize İsmail Cenk Dilberoğlu, Selim Çakır, Halil İbrahim Bacacı, Ömer Faruk Albayrak individually and jointly to make all kinds of decisions on behalf of our foundation in structuring of Ensar Foundation Inc. within the borders of the USA, the founder of which is Ensar Foundation within the borders of Republic of Turkey subject to the Republic of Turkey Laws, also to sign all kinds of documents, to represent our foundation, to vote on behalf of our foundation, to make decisions, to appoint executives, to establish companies or foundations on behalf of our foundation either individually and/or with other real persons or legal entities within the borders of the USA, to follow establishment procedures, or to be partners with the existing company and/or foundations, to take over shares to this end, to sign share transfer contracts, to follow transactions before authorized bodies and corporations in accordance with the US Law, to issue all kinds of necessary documents, to sign, submit or receive the same on behalf of the foundation, to receive documents necessary for share certificates and/or share transfer, to represent our foundation before other companies and/or foundations, particularly Ensar Foundation Inc. that may be

Harç ve Değerli Kağıt bedeli Makbuz
Karşılığında nakden alınmıştır.

SÖĞÜK
MÜHÜR VARDIR

1. Ülke/Country/Pays/Staat TÜRKİYE - LA TURQUIE

İşbu resmi belge/This public document/Le présent acte public/Dieses zeugnis wurde

2. Gaffar ÇAM tarafından imzalanmıştır./Has been signed by/a été signé par/durch

unterschrieben

3. İmzalamanın sıfatı Noterdir./Acting in the capacity of/Agissant en qualité de/Titel des

Unterschiedenen

4. İstanbul 39. Noterliği'nin mühür/damgasını taşımadır-bears the seal/stamp of/-est revêtu du

sceau/timbre de-trägt Siegel/Stempel von

TASDİK / CERTIFIED / ATTESTE / BEGLAUBIGUNG:

5. Fath Kaymakamlığı' da/at/à/in

6. 15.5.2014 günü/the/le/Am


7. Yazı İşleri Müdürü Mehlika SOYLU tarafından/by/par/durch den/die


8. No: 5118 ile tasdik edilmiştir./No./sous No./unter Nr.


9. Mühür - Damga/Seal-stamp/Sceau-

timbre/Siegel-Stempel

10. İmza/Signature/Signature/Unterschrift:







(Convention de La Haye du 5 Octobre 1961)

APOSTILLE

TURKEN FOUNDATION, INC.

MEMBER RESOLUTION

WHEREAS, the Turken Foundation, Inc. (the "Corporation") is a newly incorporated Delaware corporation and desires to function in a legally correct manner; and

WHEREAS, the Members of the Corporation are empowered by Article SEVENTH of the Certificate of Incorporation to elect directors;

WHEREAS, pursuant to the Certificate of Incorporation filed on June 11, 2014, (1) Ensar Vakfi and (2) Turkiye Genclik ve Egitime Hizmet Vakfi (TURGEV) were named as the Members of the Corporation;

BE IT NOW RESOLVED, the Members hereby approve the nomination and election of the following initial members of the Board of Directors of the Corporation, effective immediately:

- | | |
|-------------------|------------------------|
| a. Halil Mutlu | g. Fatih Hidiriligil |
| b. Haluk Gani | h. Ismail Kaan |
| c. Memis Yetim | i. Ibrahim Bacaci |
| d. Serhat Kaan | j. Selim Cakir |
| e. Behram Turan | k. Omer Faruk Albayrak |
| f. Zurkani Vardar | |

This Resolution is unanimously adopted by the Members as of the latest date appearing next to the undersigned's signatures.

Ensar Vakfi (Member)

**Turkiye Genclik ve Egitime Hizmet Vakfi
(TURGEV) (Member)**

Date: 11 June 2014

By: Ismail Cenk DILBEROGLU

Title: Chairman of the board of Trustees

Date: 11 June 2014

By: Ismail KAAN

Title: Vice Chairman of the Board

TURKEN FOUNDATION, INC.

MEMBER RESOLUTION

WHEREAS, the Turken Foundation, Inc. (the "Corporation") is a newly incorporated Delaware corporation and desires to function in a legally correct manner; and

WHEREAS, the Members of the Corporation are empowered by Article SEVENTH of the Certificate of Incorporation to elect directors;

WHEREAS, pursuant to the Certificate of Incorporation filed on June 11, 2014, (1) Ensar Vakfi and (2) Turkiye Genclik ve Egitime Hizmet Vakfi (TURGEV) were named as the Members of the Corporation;

BE IT NOW RESOLVED, the Members hereby approve the nomination and election of the following initial members of the Board of Directors of the Corporation, effective immediately:

- | | |
|-------------------|------------------------|
| a. Halil Mutlu | g. Fatih Hidiriligil |
| b. Haluk Gani | h. Ismail Kaan |
| c. Memis Yetim | i. Ibrahim Bacaci |
| d. Serhat Kaan | j. Selim Cakir |
| e. Behram Turan | k. Omer Faruk Albayrak |
| f. Zurkani Vardar | |

This Resolution is unanimously adopted by the Members as of the latest date appearing next to the undersigned's signatures.

Ensar Vakfi (Member)

**Turkiye Genclik ve Egitime Hizmet Vakfi
(TURGEV) (Member)**

Date: 11 June 2014

By: Ismail Cenk DILBEROGLU

Title: Chairman of the Board of Trustees

Date: 11 June 2014

By: Ismail KAAAN

Title: Vice Chairman of the Board

TURKEN FOUNDATION, INC.

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, Turken Foundation (the "Corporation") is a newly incorporated organization and desires to function in a legally correct manner; and

WHEREAS, the initial Board of Directors were elected by the Member in a Member Resolution dated 6/11/2014 and are empowered to take all actions available to Directors under the laws of the State of Delaware; and

WHEREAS, the laws of the State of Delaware authorize Directors to adopt bylaws, adopt conflict of interest policy, elect officers, and take such other actions on behalf of the corporation as they deem appropriate;

BE IT NOW RESOLVED that the Board of Directors approve the following actions:

1. The Certificate of Incorporation of the Corporation, filed on June 11, 2014, is in all respects approved, and that all actions of every nature shown to have taken place by the incorporator(s) and the individuals now serving as board members on behalf of the Corporation are in all respects approved, ratified and confirmed. Any and all obligations of the Corporation authorized by the Incorporator or the individuals now serving as board members are hereby ratified. Any and all obligations of the Corporation prior to incorporation are hereby likewise ratified.
2. The bylaws of the organization dated 11/15/2014 (and attached hereto) are adopted and shall serve as the bylaws of the corporation unless and until they are amended pursuant to their provisions and/or the provisions of the laws of the State of Delaware.
3. The conflict policy and disclosure statement attached hereto are adopted. All board members shall annually complete and submit the disclosure statement.
4. The officers of the corporation are as follows:

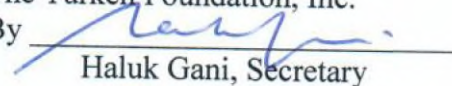
| | |
|------------|-------------|
| Chair: | Halil Mutlu |
| Treasurer: | Memis Yetim |
| Secretary: | Haluk Gani |
5. The officers are hereby authorized and instructed to open such bank accounts and take such other actions as are necessary to commence operations for the corporation, and the holding of a first election of Directors.
6. The law firm of Perlman & Perlman is hereby authorized and instructed to prepare and file such applications and petitions as shall be necessary to secure tax-exempt status for the corporation under applicable federal and state tax laws. The officers are hereby authorized and instructed to do all things necessary to assist in obtaining tax-exempt status for the corporation.

I hereby certify that the foregoing Board Resolution was unanimously adopted by the Board of Directors of Turken Foundation, Inc. by unanimous written consent. This unanimous written consent may be executed in one or more counterparts, all of which taken together shall constitute the same consent, and shall have the same force and effect as unanimous action taken at a duly noticed and called meeting of the Board of Directors as of November 15, 2014.

Dated: November 15, 2014

The Turken Foundation, Inc.

By


Haluk Gani, Secretary

This unanimous written consent may be executed in one or more counterparts, all of which taken together shall constitute the same consent, and shall have the same force and effect as unanimous action taken at a duly noticed and called meeting of the Board of Directors as of the latest date appearing next to the undersigned's signatures.



HALUK GANI, Director - Secretary

Date Nov 15, 2014

[Repeat for each director]

Halil Mutlu, MD



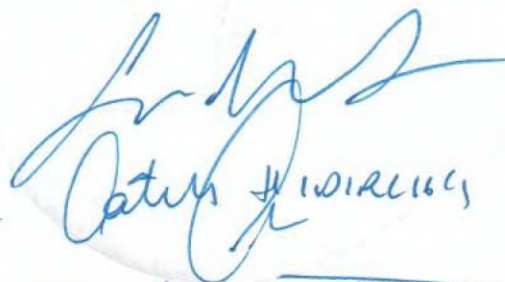
Memis Tetim



Zurkani Vardar



Serhat Kaan



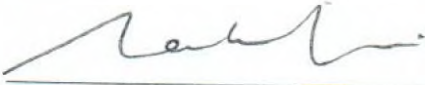
Fatih Hidirlioglu



Behram Turan



This unanimous written consent may be executed in one or more counterparts, all of which taken together shall constitute the same consent, and shall have the same force and effect as unanimous action taken at a duly noticed and called meeting of the Board of Directors as of the latest date appearing next to the undersigned's signatures.



HALUK GANI, Director - Secretary

Date Nov 15, 2014

[Repeat for each director]

Halil Mutu, MD



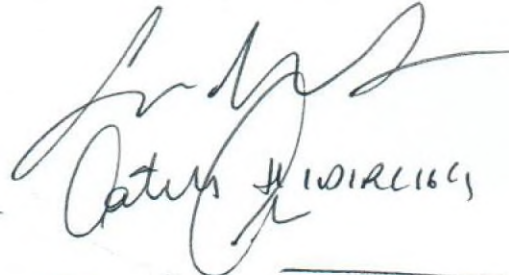
Memis Tetim



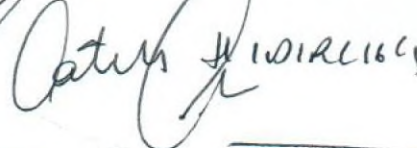
Zurkani Vardar



Serhat Kagan



Fatih HIRIRLIGIL



BEHRAM TURAN



**BYLAWS OF
TURKEN FOUNDATION, INC.
(A Delaware Nonstock Corporation)**

**ARTICLE I
MEMBER(S)**

Section 1. Annual Membership Meeting.

The member(s) shall meet annually for the purpose of electing directors. The place of the annual membership meeting shall be the principal offices of the Corporation or such other place as may be determined by majority vote of the member(s), on the date and at the time determined by the members.

Section 2. Special Membership Meetings.

Special meetings of the members may be called at any time by the Chair, the Board of Directors, or members entitled to cast a majority of the total number of votes entitled to be cast at such a meeting.

Section 3. Notice of Meetings.

Every meeting of member(s) shall require at least ten (10) days written notice to the entire membership, unless all of the members agree to hold the meeting on less than ten (10) days written notice.

Section 4. Voting.

Every member of record of the Corporation, in good standing, shall be entitled to one vote at a membership meeting. Each member-organization shall designate an individual to serve as its representative for purposes of attending member meetings and voting on any matters before the members. Such designation shall be made by a majority vote of the entire board of the member-organization, and shall be documented in writing, signed and notarized by an individual with authority to bind the member-organization. The letter designating the member representative must specify the representative's full name, title with respect to the member-organization, and duration of service as the member-representative. The designation letter shall be kept with the minutes book of the member-organization. The member-organization shall have the right to revoke and replace the representative designation prior to the end of the period specified in the member designation letter, if so determined by majority vote of the entire board of the member-organization, which revocation and replacement shall be documented in writing, signed and notarized by an individual with authority to bind the member-organization.

Section 5. Quorum and Adjourned Meetings.

A majority of the total number of member(s) eligible to vote shall constitute a quorum for the transaction of any business. If there are only two members eligible to vote, all members must be present to constitute a quorum for the transaction of any business. Once a quorum is established at a meeting, it is not broken by the subsequent withdrawal of any member or member(s).

Section 6. Action by the Member(s).

Once a quorum is established at a membership meeting, the affirmative vote of a majority of the votes cast at such meeting shall constitute the action of the member(s). If there are only two members, unanimous consent shall constitute the action of the members. However, if the members do not unanimously consent regarding a matter, the affirmative vote of a majority of the Board of the Corporation regarding that matter shall constitute the action of the members regarding that matter.

Section 7. Action by Members without a Meeting.

Whenever under the Delaware General Corporation Law the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken signed by all the members entitled to vote thereon.

Section 8. Member(s) Authorized.

The Certificate of Incorporation names the initial members of the Corporation. Pursuant thereto, the initial members of the Corporation are the following organizations, acting through their respective Board's duly appointed representative:

(1) Ensar Vakfi

(2) Turkiye Genclik ve Egitime Hizmet Vakfi (TURGEV)

Section 9. Successor Member(s).

Each member shall have the sole right to designate a successor during the member's lifetime, which designation shall be in writing, signed and notarized. The designation letter shall be kept with the minutes book of the member-organization. If at any time there shall be no then acting member and no successor member who accepts such appointment, each then acting director shall be appointed as a member.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Powers and Duties.

Except as otherwise provided in the certificate of incorporation or these bylaws, the Board shall have the general power to control and manage the affairs and property of the Corporation and shall have full power to adopt rules and regulations governing the conduct of the Corporation's affairs and actions as well as those of the Board itself. The Board shall have full authority with respect to the governance and management of the Corporation; provided, however, that the Board shall be guided at all times by the fundamental and basic purposes of the Corporation as expressed in the certificate of incorporation, and shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual except as permitted under the Internal Revenue Code of 1986, as amended, and applicable state law.

Section 2. Number.

The number of directors shall be determined from time to time by resolution of the Board or the member(s), but shall not be less than three (3).

Section 3. Election and Tenure.

The directors shall be elected at the annual membership meeting and each director so elected shall hold office until the later to occur of the annual membership meeting next succeeding his or her election or until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

Section 4. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason may be filled by a majority of the directors then in office, without member approval, and each director so chosen shall hold office until the later to occur of the next succeeding annual membership meeting or until his or her successor has been elected and qualified, or until his or her earlier resignation or removal.

Section 5. Removal.

A director may be removed without cause by majority vote of all the member(s) at a special membership meeting called for that purpose by any one (1) member. A director may be removed for cause at any time by majority vote of all the member(s) at any membership meeting.

Section 6. Meetings.

All annual and other regularly scheduled or special meetings of the Board shall be held at the principal offices of the Corporation or such other place as may be determined by majority vote of the Board, on such date and at such time as shall be designated by the Board. Special meetings of the Board shall be called at the demand of the Chair or any one (1) director and shall be held not earlier than the minimum number of days provided by law following receipt of such demand.

Section 7. Attendance by Electronic Means.

Any one or more member(s) of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, teleconference, videoconference, or via similar communications method allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8. Notice of Meetings.

Notice of the time and place of each regular, special or annual meeting of the Board shall be provided to each director by regular mail to an address provided by the director for that purpose, by email, by telephone, or in person, no less than the minimum number of days prior to the meeting provided by law.

Section 9. Waiver of Notice.

Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attends a meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 10. Quorum.

At all meetings of the Board, a majority of the directors in office shall constitute a quorum for the transaction of business or any specified item of business.

Section 11. Voting.

The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by statute or by the certificate of incorporation.

Section 12. Action Without a Meeting.

Whenever any action is required or permitted to be taken by the Board or any committee thereof, such action may be taken without a meeting if all member(s) of the Board or the committee consent in writing to the adoption of a resolution authorizing the action.

Section 13. Compensation.

Directors shall not receive any compensation for their service on the Board. The Board may, however provide by resolution that actual and necessary expenses of attendance at any meeting of the Board or any committee thereof may be reimbursed upon written request. Directors may also be paid reasonable compensation for services rendered to the Corporation in another capacity, provided that such compensation is approved by the Board.

ARTICLE III **OFFICERS**

Section 1. Officers.

The officers of the Corporation shall include a Chair, a Secretary, and a Treasurer. The Board may also elect or appoint one or more assistant secretaries and such other officers and agents as it shall from time to time deem advisable. All officers must be a member of the Board. Any two or more offices may be held by the same person. The officers of the Corporation shall be elected annually by the Board at its annual meeting.

Section 2. Tenure; Resignation; Removal.

Each officer shall hold office for the later of one (1) year or until his or her successor is elected or appointed, or until his or her earlier displacement from office by resignation, removal or otherwise. Any officer may resign by written notice to the Corporation and may be removed for with or without cause by majority vote of the Board. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board at any meeting of the Board.

Section 3. Compensation.

Officers shall not receive any compensation for their service to the Corporation. The Board may, however provide by resolution that actual and necessary expenses incurred in the performance of the duties incident to office may be reimbursed upon written request. Furthermore, officers may be paid reasonable compensation for services rendered to the Corporation in another capacity, provided that such compensation is approved by the Board.

Section 4. Authority and Duties.

All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in these bylaws, or, to the extent not so provided, as may be assigned by the Board.

Section 5. The Chair.

The Chair shall preside at all meetings of the directors and shall exercise general supervision over the affairs of the Corporation. He or she shall see to it that all resolutions and orders of the Board are carried into effect, and, in connection therewith, he or she shall be authorized to delegate to the other officers of the Corporation such of his or her powers and duties as Chair at such times and in such manner as he or she may deem to be advisable. He or she shall be ex officio a member of all standing committees.

Section 6. The Secretary.

The secretary shall attend all meetings of the Board and shall record or cause to be recorded the minutes of all proceedings taken at such meetings, and maintain or cause to be maintained all documents evidencing corporate actions taken by written consent of the Board, in a book to be kept for that purpose; and he or she shall perform like duties for any committees of the Board when required. He or she shall see to it that all notices of meetings of the member(s) and the Board are duly given in accordance with these bylaws or as required by statute; he or she shall be the custodian of the seal of the Corporation, and, when authorized by the Board, shall cause the Corporation seal to be affixed to any document requiring it, and, when so affixed, attested by his or her signature as secretary or by the signature of an assistant secretary; and he or she shall perform such other duties as generally are incident to the office of secretary and as from time to time may be prescribed by the member(s) or by the Board.

Section 7. The Treasurer.

The treasurer shall have the care and custody of the corporate funds and other valuable effects, including securities, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer may disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the member(s) and the Board, at meetings or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. The treasurer shall perform such other duties as generally are incident to the office of treasurer and as may from time to time be prescribed by the Board or by the Chair.

ARTICLE IV **COMMITTEES**

The Board or the member(s) shall have the power to create standing special, or honorary committees, each of which shall have such authority as the Board or the member(s) shall by resolution provide, except that no committee shall have authority as to the following matters:

- (a) The filling of vacancies in the Board or any committee.
- (b) The fixing of compensation of the directors for serving on the Board or on any committee.
- (c) The amendment or repeal of the bylaws, or the adoption of new bylaws.
- (d) The amendment or repeal of any resolution of the member(s) or the Board.

ARTICLE V
CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts.

The Board may by resolution authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and may impose such restrictions or limitations on the authority as it may in its sole discretion determine are necessary or prudent.

Section 2. Loans and Credit.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board. The Board may not borrow or take any other line of credit over \$100,000 annually unless specifically authorized by the member(s). No loan may be made to any director or officer.

Section 3. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 5. Investments.

The funds of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities as the Board, or any investment adviser selected by the Board, shall determine.

Section 6. Real Estate.

The Board may not undertake any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the real property of the Corporation, or any interest therein unless specifically authorized by the member(s).

ARTICLE VI **INDEMNIFICATION**

Section 1. Mandatory Indemnification.

Unless prohibited by law or Section 3 of this Article VI, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Discretionary Indemnification.

Unless clearly prohibited by law or Section 3 of this Article VI, the Board of Directors may approve indemnification as set forth in Section 1 of this Article VI or advancement of expenses as set forth in Section 3 of this Article VI, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken at the request of the Corporation for any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise.

Section 3. Prohibited Indemnification.

The Corporation may not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or if the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. In determining whether and to what extent indemnification is proper, no director with a personal interest in the outcome, or who is a party to such actual or

threatened action or proceeding concerning which indemnification is sought, shall participate in such determination. If a quorum of disinterested directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

Section 4. Advancement of Expenses.

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced in connection with a claim for which it is ultimately determined that he or she is not entitled to indemnification.

Section 5. Insurance.

The Corporation may, but is not required to, purchase Directors' and Officers' liability insurance if authorized by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article VI or operation of law and it may insure directly the directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article VI as well as for liabilities against which they are not entitled to be indemnified by the Corporation.

Section 6. Nonexclusive Rights.

The provisions of this Article VI shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article VI, subject in all cases to the limitations of Section 3 of this Article VI.

ARTICLE VII **GENERAL**

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be fixed by, and may from time to time be changed, by resolution of the Board (which may be fixed to be a calendar year).

Section 2. Principal Office.

The principal office of the Corporation shall be fixed by, and may from time to time be changed, by resolution of the Board.

Section 3. Other Offices.

The Corporation may also have offices at such other places as the Board may from time to time determine or the activities of the Corporation may require.

Section 4. Writings.

Whenever in these bylaws there is reference to a communication in writing, such term shall include email or transmission by other means by which the communication may be recorded and printed or saved.

Section 5. Compensation.

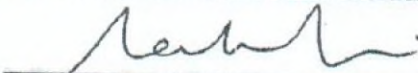
It is the policy of the Corporation to pay no more than reasonable compensation for services rendered to the Corporation. The Board shall have sole authority to determine the reasonableness of compensation paid by the Corporation to any party.

ARTICLE VIII
AMENDMENTS

Amendments to these Bylaws must be adopted by a majority vote of the members at any regular or special membership meeting. The Board of Directors may not amend the Bylaws but may offer suggested amendments to the member(s) to consider at regular or special membership meetings.

I CERTIFY THAT THESE BYLAWS WERE ADOPTED BY MAJORITY
VOTE OF THE BOARD OF DIRECTORS ON 11/15/2014 AND APPROVED
BY MAJORITY VOTE OF THE MEMBERS ON 6/11/2014 :

Signature


Haluk Gani, Secretary

Date: Nov. 15, 2014

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

5/10/2022

BEHRAM TURAN

Behram Turan